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GRANTED WITH MODIFICATIONS

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Transaction ID 79575391
Case No. 2023-0527-PAF



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

BRIAN HALL, Derivatively on Behalf
of INNOVAGE HOLDING CORP.,

Plaintiff,

v.

C.A. No. 2023-0527-PAF

MAUREEN HEWITT, BARBARA
GUTIERREZ, JOHN ELLIS BUSH,
ANDREW CAVANNA, CAROLINE
DECHERT, EDWARD KENNEDY,
JR., PAVITHRA MAHESH,
THOMAS SCULLY, MARILYN
TAVENNER, SEAN TRAYNOR, and
RICHARD ZORETIC,

Defendants,

and

INNOVAGE HOLDING CORP.,

Nominal Defendant.

[PROPOSED] SCHEDULING ORDER WITH RESPECT TO NOTICE AND SETTLEMENT HEARING

WHEREAS, the Parties to the above-captioned action (the “Action”) have entered into a Stipulation and Agreement of Settlement, Compromise, and Release dated May 4, 2026 (the “Stipulation”), which sets forth the terms and conditions for the proposed settlement and dismissal with prejudice of the Action (the “Settlement”), subject to review and approval by this Court pursuant to Court of

Chancery Rule 23.1 and upon notice to the current stockholders of nominal defendant InnovAge Holding Corp. (“InnovAge” or the “Company”); and

WHEREAS, the Court has read and considered the Stipulation and accompanying documents;

NOW, THEREFORE, upon application of the Parties, after review and consideration of the Stipulation and the exhibits annexed thereto;

IT IS HEREBY ORDERED this ____ day of _____, 2026, as follows:

1. **Definitions:** For purposes of this Scheduling Order, the Court incorporates by reference the definitions in the Stipulation and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation unless otherwise defined herein.
2. **Settlement Hearing:** A hearing (the “Settlement Hearing”) shall be held on _____, 2026, at _____ a.m. / p.m. at the Leonard L. Williams Justice Center, 500 N. King St., Wilmington, Delaware 19801, or by telephonic conference or videoconference (in the discretion of the Court), to: (a) determine whether the Settlement, on the terms and conditions provided for in the Stipulation, is fair, reasonable, and adequate and in the best interests of InnovAge and its current stockholders; (b) determine whether the Court should finally approve the Stipulation and enter the Order and Final Judgment (the “Judgment”) substantially in the form attached as Exhibit D to the Stipulation, dismissing the Action with prejudice and extinguishing and

releasing the Released Claims; (c) hear and determine any objections to the Settlement; (d) consider whether and in what amount any Fee and Expense Award should be paid to Plaintiff's Counsel; and (e) rule on such other matters as the Court may deem appropriate.

3. The Settlement Hearing may be adjourned by the Court from time to time without further notice to anyone other than the Parties to the Action and any Objectors (as defined herein).
4. The Court may approve the Stipulation at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice.
5. **Manner of Giving Notice:** Notice of the Settlement and the Settlement Hearing shall be given by InnovAge as follows:
 - a. Not later than twenty (20) business days after the date of entry of this Order (the "Notice Date"), InnovAge shall cause the Notice of Pendency of Settlement of Action (the "Notice"), substantially in the form attached to this Stipulation as Exhibit C or in any form or manner otherwise approved or ordered by the Court, to be mailed by first-class mail, or other mail service if mailed outside the U.S., postage pre-paid, to all stockholders of record as of the close of business on the date of entry of this Order as shown on the stock records maintained on behalf of the

Company. All InnovAge stockholders who are record holders of InnovAge common stock on behalf of beneficial owners shall be requested to forward the Notice to such beneficial owners of those shares. InnovAge shall pay any and all costs and expenses related to providing the Notice regardless of whether the Court declines to approve the Settlement or the Effective Date otherwise fails to occur. In no event shall Plaintiff, any other InnovAge Stockholder, Defendants (other than the Company), or any of their attorneys (including Plaintiffs' Counsel) be responsible for notice costs. A record holder of InnovAge stock who provides notice to a beneficial owner may seek reimbursement of its reasonable expenses actually incurred in complying with this provision, not to exceed \$0.02 per name, mailing address, or email address used to provide a copy of the notice to a beneficial owner, by providing the settlement administrator, Strategic Claims Services, Inc., with the proper documentation supporting the expenses for which reimbursement is sought. InnovAge shall use reasonable efforts to give notice to such beneficial owners by causing additional copies of the Notice (i) to be made available to any record holder

who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners, or (ii) to be mailed to beneficial owners whose names and addresses InnovAge receives from record owners.

- b. Within ten (10) days following entry of the Scheduling Order by the Court, InnovAge shall post a copy of the Notice on the “For Investors” section of InnovAge’s website, and Plaintiff’s Counsel shall also post the Notice on their respective firm websites. The Notice shall remain posted on such websites through the Effective Date of the Settlement.
- c. Not later than fifteen (15) days prior to the Settlement Hearing, InnovAge and Plaintiff’s Counsel shall serve on each other, and file with the Court, proof, by affidavit or declaration, of compliance with paragraph 5(a) above.

- 6. **Approval of Form, Content, and Manner of Notice:** The Court (a) approves, in form and content, the Notice, attached to the Stipulation as Exhibit C, and (b) finds that the mailing and publication of the Notice in the manner and form set forth in ¶ 5 of this Order: (i) constitutes notice that is reasonably calculated, under the circumstances, to apprise InnovAge stockholders of the pendency of the Action, of the effect of

the proposed Settlement (including the Releases to be provided thereunder), of Plaintiff's Counsel's application for an award of attorneys' fees, incentive awards, and reimbursement of litigation expenses, of their right to object to the Settlement and/or Plaintiff's Counsel's application for an award of attorneys' fees, incentive awards, and litigation expenses, and of their right to appear at the Settlement Hearing; (ii) constitutes due, adequate and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iii) satisfies the requirements of Court of Chancery Rule 23.1, the United States Constitution (including the Due Process Clause), and all other applicable laws and rules. The date and time of the Settlement Hearing shall be included in the Notice before it is published.

7. **Appearance and Objections at Settlement Hearing:** As set forth in the Notice attached as Exhibit C, any record holder or beneficial owner of InnovAge stock who objects to the Settlement, the proposed Judgment to be entered, or any other relief requested, and/or who otherwise wishes to be heard (an "Objector"), may appear personally or by his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; provided, however, that no Objector shall be heard or entitled to contest the approval of the terms and conditions of the Settlement, or, if approved, the Judgment to be entered thereon, or of any application for any other

relief, unless he, she, or it has, no later than twenty-one (21) calendar days before the Settlement Hearing (unless the Court in its discretion shall thereafter otherwise direct, upon application of such person and for good cause shown), filed with the Register in Chancery, Leonard L. Williams Justice Center, Court of Chancery, 500 N. King St., Wilmington, Delaware 19801, and served (by hand or by overnight mail) on Plaintiff's Counsel and Defendants' counsel, at the addresses below, the following: (i) proof of current ownership of InnovAge stock; (ii) a written notice of the Objector's intention to appear; (iii) a detailed statement of the objections to any matter before the Court; and (iv) a detailed statement of all of the grounds thereon and the reasons for the Objector's desire to appear and to be heard, as well as all documents or writings which the Objector desires the Court to consider. In addition to the aforementioned Court address, the addresses to which such information should be sent (by hand delivery or by overnight mail) are as follows:

COOCH AND TAYLOR,
P.A.
The Brandywine Building
1000 N. West St.,
Suite 1500
P.O. Box 1680
Wilmington, DE 19801
(302) 984-3800

Counsel for Plaintiff

Blake A. Bennett

Thomas W. Briggs, Jr
MORRIS, NICHOLS, ARSHT &
TUNNELL LLP
1201 N. Market Street

Wilmington, DE 19801
(302) 658-9200

Counsel for Defendants

8. Any person or entity who fails to object in the manner prescribed above shall be deemed to have waived such objection (including the right to appeal), unless the Court in its discretion allows such objection to be heard at the Settlement Hearing, and shall forever be barred from raising such objection in the Action or any other action or proceeding or otherwise contesting the Settlement, and will otherwise be bound by the Judgment to be entered and the releases to be given.
9. Counsel for the Parties are directed to promptly furnish each other with copies of any objections or other stockholder correspondence related to the Settlement or Settlement Hearing that might come into their possession unless it appears that such correspondence has already been received by the other counsel.
10. Supporting Papers: Plaintiff's Counsel shall file and serve the opening papers in support of the proposed Settlement, Fee and Expense Amount, and service award no later than 35 calendar days before the Settlement Hearing. Opposition papers, if any, shall be filed and served no later than 21 calendar days before the Settlement Hearing. Reply papers, if any, shall be filed and served no later than 7 calendar days before the Settlement Hearing.
11. The Court will consider whether to approve the Settlement and enter

the Judgment separately from its consideration of any application for a Fee Award that may be filed.

12. In the event that the Stipulation is not approved by the Court, the Settlement and any actions taken in connection therewith shall become null and void for all purposes, and all negotiations, transactions, and proceedings connected with it: (i) shall be without prejudice to the rights of any Party thereto; (ii) shall not be deemed to be construed as evidence of, or an admission by any Party of any fact, matter, or thing; and (iii) shall not be admissible in evidence or be used for any purpose in any subsequent proceedings in the Action or any other action or proceeding. The Parties shall be deemed to have reverted to their respective status in the Action as of the date and time immediately before the execution of the Stipulation, and the Parties shall proceed in all respects as if the Stipulation (other than as to confidentiality provisions contained therein) and any related orders had not been entered.
13. **Stay and Temporary Injunction:** Until otherwise ordered by the Court, the Court stays all proceedings in this Action except proceedings as may be necessary to carry out the terms and conditions of the Settlement. Pending final determination of whether the Settlement should be approved, the Court bars and enjoins Plaintiff and all other InnovAge stockholders from commencing, instituting or prosecuting

any of the Released Plaintiff's Claims against any of the Released Defendant Parties.

14. The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice to anyone other than the parties to the Action and any Objectors.

SO ORDERED this ____ day of _____, 2026.

Vice Chancellor Paul A. Fioravanti, Jr.

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Paul A Fioravanti

File & Serve

Transaction ID: 79554863

Current Date: Jul 08, 2026

Case Number: 2023-0527-PAF

Case Name: STAYED/ Brian Hall, derivatively on behalf of Innovage Holding Corp. v. Maureen Hewitt, et al.

Court Authorizer: Paul A Fioravanti Jr

Court Authorizer

Comments:

The hearing will be held on October 7, 2026 at 3:15 p.m. at the Leonard L. Williams Justice Center.

/s/ Judge Paul A Fioravanti Jr